

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of Jain Sons Finlease Limited will be held on Monday, the 09th day of April, 2018 at 05.45 PM at the Corporate Office of the Company situated at 12B, 3rd Floor, Techniplex-II IT Park, Off. Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062, Maharashtra, on a shorter notice consent to transact the following business:

1. Adoption of revised Articles of Association (AoA) of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, consent of the members of the company be and is hereby accorded to the company to adopt the revised set of Article of Association of the Company in place of existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT any one of Director and Mr. Chirag Desai, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

By Order of the Board of Directors



Chirag Desai
Company Secretary

Mumbai, 09-Apr-2018

Registered Office:

1002, 10th Floor, A Block,
The Platina, Gachibowli,
Hyderabad – 500 032

Corporate Office:

12B, 3rd Floor, Techniplex-II IT Park,
Off. Veer Savarkar Flyover, Goregaon (West),
Mumbai - 400062, Maharashtra

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business under Item No. 1&2 of the Notice, is annexed hereto.
2. Corporate Members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the Extra-Ordinary General Meeting.

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice:

Item No. 1- Adoption of revised Articles of Association (AoA) of the Company:

Pursuant to Addendum Agreement no 1 to Amended and Restated Shareholders Agreement executed on 27-Mar-2018 entered by and amongst Michael & Susan Dell Foundation, ON Mauritius, Triodos Sicav II – Triodos Microfinance Fund, Triodos Custody B.V. in its capacity as Custodian of Triodos Fair Share Fund, DWM (International) Mauritius Limited, Intellectual Capital Advisory Services Private Limited, Aavishkaar Venture Management Services Private Limited, Vineet Rai, Other Shareholders and Jain Sons Finlease Limited, it is proposed to adopt the revised set of Articles of Association (AoA) of the Company to reflect the terms of the said agreement and the same is hereby annexed as Annexure- i.

As per provisions of section 14 of the Companies Act, 2013, any amendment in the Articles of Association) shall require approval of the shareholders of the company by way of passing special resolution in the General Meeting of the Company.

In view of the above, it is proposed to adopt the revised set of AoA by way of passing Special Resolution in the General Meeting of the company. The revised set of AoA of the company is hereby annexed herewith as **Annexure-i**.

Your Directors therefore, recommends the passing of the resolution at Item No. 1 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

By Order of the Board of Directors



Chirag Desai
Company Secretary

Mumbai, 09-Apr-2018

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